

RECORDATION NO. 25824 FILED

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 2, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 2 to Full Service Master Lease Agreement, dated as of February 23, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: Conagra Foods Food Ingredients Company,
Inc.
11 Con Agra Drive
Suite 5022
Omaha, Nebraska 68102-5022

Mr. Vernon A. Williams
September 2, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

25 covered hopper railcars: MWCX 480063 - MWCX 480087.

A short summary of the document to appear in the index is:

Memorandum of Schedule No. 2 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC.

as Lessee

MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of February 23, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC., a Delaware Corporation

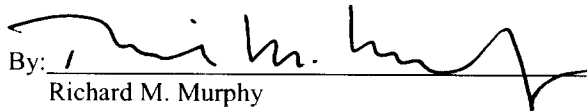
MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of February 23, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC., a Delaware Corporation ("Lessee"), with reference to the following:

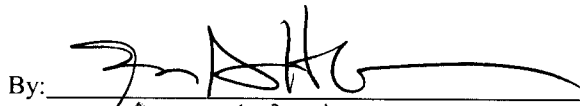
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated February 23, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of February 23, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

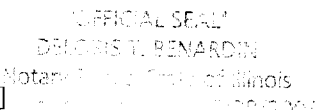
By: 
Richard M. Murphy
President & CEO

CONAGRA FOODS FOOD INGREDIENTS COMPANY,
INC.

By: 
Name: Gregory A. Heckman
Title: President & COO

STATE OF Illinois, ^{County} CITY OF Madison, TO WIT:

On this 29 day of March, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on March 29, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] 

Deloris J. Benardin
Notary Public

My commission expires: 6/28/05

STATE OF NEBRASKA, CITY OF OMAHA, TO WIT:

On this 25 day of March, 2005 before me appeared, Gregory A. Hackman, to me personally known, who being by me duly sworn, says that he is a President & CEO, of CONAGRA FOODS FOOD INGREDIENTS COMPANY, INC., a Delaware Corporation, that said instrument was signed and sealed on _____, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] 

Beth R. Muff
Notary Public

My commission expires: 7-11-05

DESCRIPTION OF RAILCARS

Twenty-Five (25) Covered Hopper Railcars with the reporting following marks:

MWCX 480063 through 480087, inclusive